

LUNDGREN JOHN F  
 Form 3  
 February 07, 2003

FORM 3

UNITED STATES SECURITIES AND  
 EXCHANGE COMMISSION  
 Washington, DC 20549

INITIAL STATEMENT OF  
 BENEFICIAL OWNERSHIP OF  
 SECURITIES

Filed pursuant to Section 16(a) of the  
 Securities Exchange Act of 1934, Section  
 17(a) of the Public Utility  
 Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of  
 1940

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|   |  |  |   |  |   |  |
|---|--|--|---|--|---|--|
| (Print or Type Responses)<br>1. Name and Address of Reporting Person*<br><br>Lundgren, John F.<br><br>(Last) (First) (Middle) |  |  | 2. Date of Event Requiring Statement<br>01/31/03  |  | 4. Issuer Name and Ticker or Trading Symbol<br>GEORGIA-PACIFIC CORPORATION (GP)   |  |
| 5 <sup>th</sup> Floor<br><br>33 Cavendish Square<br><br>(Street)  |  |  | 3. I.S.S. Relationship of Reporting Person(s) to Issuer<br>Number (Check all applicable)<br>Reporting Person if an entity (voluntary)                             |  | 6. If Amendment, Date of Original (Month/Day/Year)  |  |
| London, W1G0FJ<br><br>(City) (State) (Zip)  |  |  | Director <input type="checkbox"/> 10% Owner <input type="checkbox"/><br>Officer (give title below) <input checked="" type="checkbox"/> X<br>Other (specify below) |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |
| President - European Consumer Products  |  |  |   |  |   |  |

Table I -- Non-Derivative Securities Beneficially Owned

| 1. Title of Security | 2. Amount of Securities | 3. Ownership Form: Direct | 4. Nature of Indirect |
|----------------------|-------------------------|---------------------------|-----------------------|
|----------------------|-------------------------|---------------------------|-----------------------|

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| (Instr. 4)                   | Beneficially Owned (Instr. 4) | (D) or Indirect (I) (Instr. 5) | Beneficial Ownership (Instr. 5) |
|------------------------------|-------------------------------|--------------------------------|---------------------------------|
| Georgia-Pacific Common Stock | 1,711                         | D                              |                                 |
| Georgia-Pacific Common Stock | 11,706.225                    | I                              | through G-P 401(k) (1)          |
|                              |                               |                                |                                 |
|                              |                               |                                |                                 |
|                              |                               |                                |                                 |
|                              |                               |                                |                                 |
|                              |                               |                                |                                 |
|                              |                               |                                |                                 |
|                              |                               |                                |                                 |
|                              |                               |                                |                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \*If the form is filed by more than one reporting person, see Instruction 5(b)(v). Page 1 of 3 pages (Over)

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| FORM 3 (continued) Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |                 |   |                            |  |   |   |
|--|--|-----------------|---|----------------------------|--|---|---|
| 1. Title of Derivative Security (Instr. 4)   | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| EMPLOYEE STOCK OPTION (right to buy GP) - 2001 LTIP  | (2)  | 01/28/11        | Georgia-Pacific Common Stock  | 26,300.000                 | \$29.470   | D   |   |
| EMPLOYEE STOCK OPTION (right to  | (3)  | 01/30/12        | Georgia-Pacific Common Stock  | 36,400.000                 | \$24.440   | D   |   |

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|   |          |          |                              |             |          |   |  |
|---|----------|----------|------------------------------|-------------|----------|---|--|
| buy) -<br>2002<br>LTIP  |          |          |                              |             |          |   |  |
| FORT<br>JAMES<br>CORPORATION<br>1996<br>STOCK<br>INCENTIVE<br>PLAN        | (4)      | 01/06/08 | Georgia-Pacific Common Stock | 111,875.000 | \$26.630 | D |  |
| FORT<br>JAMES<br>CORPORATION<br>1996<br>STOCK<br>INCENTIVE<br>PLAN        | (5)      | 01/06/09 | Georgia-Pacific Common Stock | 68,524.000  | \$28.060 | D |  |
| JAMES<br>RIVER<br>CORPORATION<br>OF VA<br>1987<br>STOCK<br>OPTION<br>PLAN | (6)      | 11/06/05 | Georgia-Pacific Common Stock | 55,938.000  | \$23.280 | D |  |
| STOCK<br>APPRECIATION<br>RIGHT -<br>2003                                  | 01/31/04 | 01/30/13 | Georgia-Pacific Common Stock | 73,600.000  | \$15.220 | D |  |
|   |          |          |                              |             |          |   |  |
|   |          |          |                              |             |          |   |  |
|   |          |          |                              |             |          |   |  |
|   |          |          |                              |             |          |   |  |

Explanation of Responses:

See continuation page(s) for footnotes

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Joanna B. Apolinsky

\*\*Signature of Reporting Person

By: Joanna B. Apolinsky  
as Attorney-in-Fact

For: John F. Lundgren

February 7, 2003

Date

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

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**John F. Lundgren**  
**5<sup>th</sup> Floor**  
**33 Cavendish Square**  
**London, W1G0FJ**

Georgia-Pacific Corporation  
(GP)  
January 31, 2003

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- (1) Through the Georgia-Pacific Corporation Salaried 401(k) Plan. Information is as of January 31, 2003.
- (2) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2011.
- (3) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.
- (4) Under the terms of the amended and restated Fort James Corporation 1996 Stock Incentive Plan, granted options may be exercised through January 6, 2008. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.
- (5) Under the terms of the amended and restated Fort James Corporation 1996 Stock Incentive Plan, granted options may be exercised through January 6, 2009. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.
- (6) Under the terms of the amended and restated James River Corporation of Virginia 1987 Stock Option Plan, granted options may be exercised through November 6, 2005. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares

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of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.